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February 2, 1996

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32304

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****122.50 ****122.50

Re: Physician Institute, Inc.
Florida Profit Corporation

Dear Sirs:

Attached are the original and one copy of Articles of Incorporation for the above, together with our check for \$122.50.

May we please have a certified copy of the Articles as filed, at your earliest convenience.

If you have any questions, please do not hesitate to call us collect.

Respectfully,


Thomas R. Brown

jb
att

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB - 8 PM 12:43

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ARTICLES OF INCORPORATION
OF
PHYSICIAN INSTITUTE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is: PHYSICIAN INSTITUTE, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Authorized shares:

Number: The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Class A Common Stock.

Voting Rights: Of the 2000 Class A Common Shares authorized, 1000 of these shares will entitle the holder to 1 vote per share; the remaining 1000 shares will be non-voting.

Par Value: Each share, whether voting or non-voting, shall have a stated par value of \$1.00.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: 2660 Airport Road South, Naples, Florida 33962, and the name of the initial Registered Agent at such address is Thomas R. Brown.

ARTICLE VI

The initial Board of Directors shall consist of three members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The name and address of the initial Incorporator is: Edward A. Morton, 851 Fifth Avenue North, Naples, Florida 33940.

ARTICLE VIII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.


ARTICLE IX

The address of the principal office is: 851 Fifth Avenue North, Naples, Florida 33940.

ARTICLE X

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

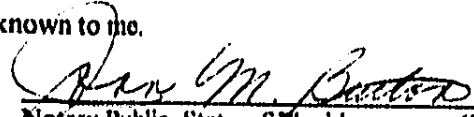
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Florida, on this 1 day of Feb., 1992.

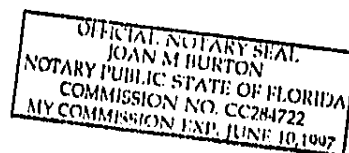


Edward A. Morton
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 1 day of FEB, 1996,
by EDWARD A. MORTON, who is personally known to me.


Notary Public, State of Florida (SEAL)



CERTIFICATE OF DESIGNATION

FILED

96 FEB -0 PM 12:43

Registered Agent/Registered Office

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

The name of the corporation is: PHYSICIAN INSTITUTE, INC.

The name and address of the Registered Agent and office is:

Thomas R. Brown
2660 Airport Road South
Naples, Florida 33962



Edward A. Morton
Incorporator
Date:

Having been named as Resident Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Resident Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Resident Agent.



Thomas R. Brown
Date: